

RECORDATION NO. 23204-LL FILED

ALVORD AND ALVORD
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DEC 31 '01

9-14 AM

SURFACE TRANSPORTATION BOARD

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

December 28, 2001

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Assignment of Schedule to Equipment Lease Agreement, dated as of December 21, 2001, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Equipment Lease Agreement previously filed with the Board under Recordation Number 23204-LL.

The name and address of the party to the enclosed document are:

Assignor: Allfirst Bank
25 South Charles Street
Baltimore, MD 21202

Assignee: Fifth Third Leasing Company
Fifth Third Center
Cincinnati, OH 45263

A description of the railroad equipment covered by the enclosed document is:

3 locomotives NS 5522 - NS 5524

Mr. Vernon A. Williams
December 28, 2001
Page Two

A short summary of the document to appear in the index follows:

Memorandum of Assignment of Schedule to Equipment Lease
Agreement

Also enclosed is a check in the amount of \$28.00 payable to the order of the
Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm
Enclosures

RECORDATION NO. 23204-44

DEC 31 '01

9:14 AM

SURFACE TRANSPORTATION BOARD

**MEMORANDUM OF ASSIGNMENT OF SCHEDULE
TO EQUIPMENT LEASE AGREEMENT
(Surface Transportation Board)**

THIS MEMORANDUM OF ASSIGNMENT OF SCHEDULE TO EQUIPMENT LEASE AGREEMENT (this "Memorandum") dated as of December 21, 2001 is between ALLFIRST BANK, a Maryland state chartered commercial bank ("Allfirst") and FIFTH THIRD LEASING COMPANY ("Fifth Third").

The parties to this Memorandum hereby acknowledge and confirm the following:

A. Allfirst, as successor lessor, has leased the locomotives identified on Schedule 1 attached hereto (the "Locomotives") under that certain Equipment Lease Agreement dated as of October 25, 2000 (as amended, modified, extended, supplemented, restated and/or replaced from time to time, the "Lease") to Norfolk Southern Railway Company.

B. The Lease was recorded with the Surface Transportation Board on October 27, 2000 under recordation No. 23204.

C. Allfirst, as seller, and Fifth Third, as buyer, are parties to that certain Master Assignment Agreement, dated of dated January 2, 1998, pursuant to which Allfirst has sold to Fifth Third the Locomotives and assigned to Fifth Third certain rights and obligations of "Lessor" under the Lease.

D. The parties hereto wish to show for public record this Memorandum and accordingly have caused this Memorandum to be executed by their officers thereunto duly authorized, as of the date first above written. This Memorandum may be executed in counterparts, each such counterpart shall be binding on both parties hereto, notwithstanding that both parties are not signatories to the same counterpart.

[The remainder of this page has been intentionally left blank]

IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the first date herein above written.

FIFTH THIRD LEASING COMPANY

By: Edward McElveen
Name: EDWARD McELVEEN
Title: Vice President

STATE OF OHIO)
COUNTY OF HAMILTON) ss:

The foregoing Memorandum of Assignment of Schedule to Equipment Lease Agreement was acknowledged before me, the undersigned Notary Public, in the County of HAMILTON this 18th day of December, 2001 by Edward McElveen as V.P. of FIFTH THIRD LEASING COMPANY.

Thomas J. Merkle
Notary Public

My commission expires: _____

[Notarial Seal]

THOMAS J. MERKLE
Notary Public, State of Ohio
My Commission Expires Dec. 18, 2008

SCHEDULE 1

DESCRIPTION OF LOCOMOTIVES

MANUFACTURER	MODEL	TYPE	PRE-REFURBISHMENT ROAD NO.	SERIAL NO.	POST-REFURBISHMENT ROAD NO.
General Motors	GP38-2	2000 H.P., 4 axle, Locomotive	NS 2848	7307-26	NS 5522
General Motors	GP38-2	2000 H.P., 4 axle, Locomotive	NS 2876	5778-17	NS 5523
General Motors	GP38-2	2000 H.P., 4 axle, Locomotive	NS 2798	7240-46	NS 5524